

WALLER LANSDEN DORTCH & DAVIS, PLLC

WALLER LANSDEN DORTCH & DAVIS PLLC
THE CHESAPEAKE BUSINESS CENTRE
1616 WESTGATE CIRCLE SUITE 106
BRENTWOOD TENNESSEE 37027-8019
(615) 844 6212

WALLER LANSDEN DORTCH & DAVIS LLP
AFFILIATED WITH THE PROFESSIONAL LIMITED LIABILITY COMPANY
520 SOUTH GRAND AVENUE SUITE 800
LOS ANGELES, CALIFORNIA 90071
(213) 362 3680

D. Billye Sanders
(615) 850-8951
billye.sanders@wallerlaw.com

NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
(615) 244-6380
FAX (615) 244-6804
www.wallerlaw.com

WALLER LANSDEN DORTCH & DAVIS PLLC
809 SOUTH MAIN STREET
POST OFFICE BOX 1035
COLUMBIA TENNESSEE 38402 1035
(931) 388 6031

May 5, 2005

VIA HAND DELIVERY

Pat Miller, Chairman
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Joint Petition of Southwestern Bell Services, Inc. d/b/a SBC
Long Distance and SBC Telecom, Inc. for Approval of Internal
Corporate Restructuring and Transfer of Assets to SBC Long
Distance LLC
Docket No. 04-00357

Dear Chairman Miller:

This letter comes to inform you that the internal reorganization that was approved in the above referenced docket was completed on May 4, 2005. SBC Long Distance, Inc. has been converted into a limited liability company with the name of SBC Long Distance, LLC d/b/a SBC Long Distance and the customers of SBC Telecom, Inc. have been transferred to SBC Long Distance, LLC.

Consistent with the TRA's Order in this docket, SBC Long Distance LLC will operate pursuant to operating authority granted by this agency to SBC Telecom, Inc. and the certificates of SBC Long Distance Inc. may now be canceled.

The tariffs of SBC Long Distance LLC are being filed today with a separate letter addressed to the attention of Ms. Sharla Dillon.

Enclosed is a rider to existing bond no. 6080171 in compliance with T.C.A. § 65-4-201, which reflects the name change of SBC Long Distance, Inc. to SBC Long Distance, LLC d/b/a SBC Long Distance.

RECEIVED
MAY -5 PM 1:54
T.R.A. DOCKET ROOM

May 5, 2005

Page 2

The Petitioners in this docket sent a notification letter (in the form attached as Exhibit C to the Amendment to the Petition) to SBC Telecom's Tennessee customers on March 15, 2005. Therefore, the Petitioners complied with the notice requirements under TRA Rule 1220-4-2- 56(d)(2).

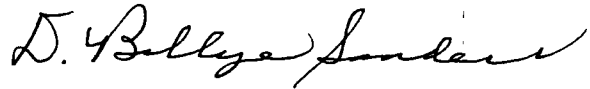
SBC Long Distance, LLC will assume the interconnection agreement between SBC Telecom and BellSouth.

Enclosed are the following documents regarding confirmation of the transaction:

1. Document filed with Delaware Secretary of State verifying that the conversion of SBC Long Distance, Inc. to an SBC Long Distance, LLC is completed;
2. Document filed with the Delaware Secretary of State registering the assumed name of SBC Long Distance for SBC Long Distance, LLC;
3. Document filed with the Secretary of State of Tennessee qualifying SBC Long Distance, LLC to do business in the Tennessee Secretary of State;
4. Document filed with the Tennessee Secretary of State registering the assumed name of SBC Long Distance for SBC Long Distance, LLC.

Please contact me if you have any questions or need any additional information.

Sincerely,



D. Billye Sanders

DBS/hmd

cc: John di Bene, Esq.
Steve Strickland, Esq.
Norman W. Descoteaux



SAFECO

SURETY RIDER

SAFECO Insurance Company
PO Box 34526
Seattle, WA 98124-1526

To be attached to and form a part of

Bond No **6080171**

Type of
Bond **Telecommunications Services Provider Bond**

dated
effective **09/01/2004**
(MONTH-DAY-YEAR)

executed by **Southwestern Bell Communications Services Inc d/b/a SBC Long Distance**, as Principal,
(PRINCIPAL)

and by **SAFECO INSURANCE COMPANY OF AMERICA**, as Surety,

in favor of **Tennessee Regulatory Authority**
(OBLIGEE)

in consideration of the mutual agreements herein contained the Principal and the Surety hereby consent to changing
the principal name

From: **Southwestern Bell Communications Services Inc d/b/a SBC Long Distance**

To: **SBC Long Distance, LLC d/b/a SBC Long Distance**

Nothing herein contained shall vary, alter or extend any provision or condition of this bond except as herein expressly stated

This nder
is effective **04/15/2005**
(MONTH-DAY-YEAR)

Signed and Sealed **04/15/2005**
(MONTH-DAY-YEAR)

SBC Long Distance, LLC d/b/a SBC Long Distance
(PRINCIPAL)

By: Thomas S. Clemens
(PRINCIPAL) **Thomas S. Clemens Asst Treasurer**

SAFECO INSURANCE COMPANY OF AMERICA
(SURETY)

By: Ronald J. Walton
(ATTORNEY-IN-FACT) **Ronald J. Walton**

ACKNOWLEDGMENT BY SURETY

STATE

OF Texas

County of Bexar

} ss.

On this 15th day of April, 2005, before me personally
appeared Ronald J. Walton, known to me to be the Attorney-in-Fact of
Safeco Insurance Company of America

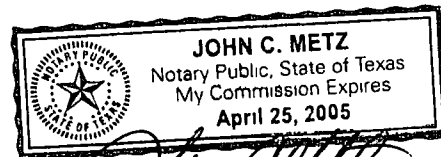
_____, the corporation
that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid
County, the day and year in this certificate first above written.

My Commission Expires:

4/25/05

(Seal)



John C. Metz
John C. Metz



SAFECO

POWER
OF ATTORNEY

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No 9672

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint
***** RONALD J WALTON, JANET M DUNCAN, JONATHAN P KLUG, KENNETH C LONG, San Antonio, Texas*****

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 22nd day of October, 2004

CB Mead

CHRISTINE MEAD, SECRETARY

Mike McGavick

MIKE MCGAVICK, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13 - FIDELITY AND SURETY BONDS the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced, provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking "

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof "

I, Christine Mead, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 15th day of April, 2005



CB Mead

CHRISTINE MEAD, SECRETARY

S-0974/SAEF 2/01

© A registered trademark of SAFECO Corporation
10/22/2004 PDF

**IMPORTANT NOTICE TO SURETY BOND CUSTOMERS REGARDING
THE TERRORISM RISK INSURANCE ACT OF 2002**

As a surety bond customer of one of the SAFECO Insurance companies (SAFECO Insurance Company of America, General Insurance Company of America, First National Insurance Company of America, American States Insurance Company or American Economy Insurance Company), it is our duty to notify you that the Terrorism Risk Insurance Act of 2002 extends to "surety insurance". This means that under certain circumstances we may be eligible for reimbursement of certain surety bond losses by the United States government under a formula established by this Act.

Under this formula, the United States government pays 90% of losses caused by certified acts of terrorism that exceed a statutorily established deductible to be paid by the insurance company providing the bond. The Act also establishes a \$100 billion cap for the total of all losses to be paid by all insurers for certified acts of terrorism. Losses on some or all of your bonds may be subject to this cap.

This notice does not modify any of the existing terms and conditions of this bond, the underlying agreement guaranteed by this bond, any statutes governing the terms of this bond or any generally applicable rules of law.

At this time there is no premium change resulting from this Act.

**IMPORTANT NOTICE TO SURETY BOND CUSTOMERS REGARDING
THE TERRORISM RISK INSURANCE ACT OF 2002**

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This notice does not modify any of the existing terms and conditions of this bond, the underlying agreement guaranteed by this bond, any statutes governing the terms of this bond or any generally applicable rules of law.

At this time there is no premium change resulting from this Act.

Delaware

PAGE 1

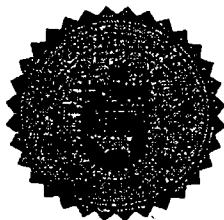
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SBC LONG DISTANCE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SBC LONG DISTANCE, INC." TO "SBC LONG DISTANCE, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005, AT 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2511836 8100V

050342192



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3842546

DATE: 04-28-05

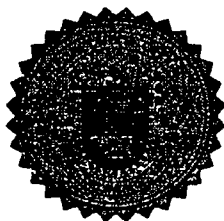
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SBC LONG DISTANCE, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005, AT 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2511836 8100V

050342192

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3842546

DATE: 04-28-05

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF
THE DELAWARE GENERAL CORPORATION LAW AND SECTION 18-214 OF
THE DELAWARE LIMITED LIABILITY COMPANY ACT**

- 1) The name of the corporation immediately prior to filing this Certificate is SBC Long Distance, Inc.
- 2) The original Certificate of Incorporation was filed in Delaware on May 31, 1995.
- 3) The original name of the corporation as set forth in the Certificate of Incorporation was Southwestern Bell Communications Services, Inc. and amended to SBC Long Distance, Inc. effective August 9, 2004.
- 4) The name of the limited liability company into which the corporation shall be converted is SBC Long Distance, LLC.
- 5) The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

Dated: April 27, 2005.

By: /s/ John di Bene
Authorized Officer
Vice President, General Counsel
and Secretary

Name: John di Bene

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:17 AM 04/28/2005
FILED 09:06 AM 04/28/2005
SRV 050342192 - 2511836 FILE

**CERTIFICATE OF FORMATION
OF
SBC LONG DISTANCE, LLC**

The undersigned authorized person, acting under §18-201 of the Delaware Limited Liability Company Act, certifies as follows:

1. The name of the limited liability company is SBC Long Distance, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful business or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act.
4. The company is to be managed by one or more managers as determined by its member pursuant to a Limited Liability Company Operating Agreement to be adopted by the sole member of the company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on April 27, 2005 and declares that the facts herein stated are true and correct.

AUTHORIZED PERSON:

/s/ John di Bene
John di Bene
Authorized Person
Vice President, General Counsel
and Secretary

NEW CASTLE COUNTY
REGISTRATION OF TRADE NAMES
PARTNERSHIPS & ASSOCIATIONS

TRADE NAME: SBC Long Distance

Business Address: 5850 West Las Positas Blvd, Pleasanton, CA 94588

SBC Long Distance, LLC

Phone Number _____

Title of Person, Firm or Association(Parent Company, if applicable) :

SBC Telecom, Inc. - Member/ 175 E Houston St., San Antonio, TX 78205

Names and addresses of all owners, members, or partners comprising the firm:

Last Name	First Name	Address

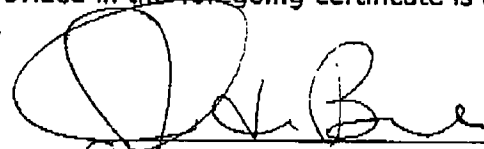
Date of Formation: _____

Nature of Business: telecommunications

STATE OF CALIFORNIA
ALAMEDA COUNTY

BEFORE ME, the Subscriber, a Notary Public of the State of Delaware, personally appeared John di Bene, a principal in the business described in the foregoing Certificate, who, having first been sworn by me according to law did depose and say as follows:

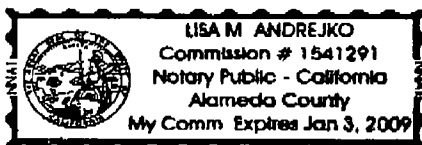
1. He/She is a principal in the business described in the foregoing certificate.
2. That the foregoing information provided in the foregoing certificate is true, correct, and complete.



Affiant John di Bene

Title: VP, Gen Cnsl & Sec

SWORN AND SUBSCRIBED this 2nd day of May, 2005




Notary Public

Revised 01/2003

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

For Office Use Only

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth.

1 The name of the Limited Liability Company is: SBC Long Distance, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of §48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to §48-207-101(d).

2. The state or country under whose law it is formed is: Delaware

3. The date of its organization is _____ (must be month, day and year)

4. The complete street address (including zip code) of its principal office is

5850 West Las Positas Blvd, Pleasanton, CA 94588

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee

800 S. Gay Street, Suite 2021, Knoxville, Knox County, TN 37929

Street

City/State

County

Zip Code

The name of its registered agent at that office is: C T Corporation System

6. The number of members at the date of filing One

7 If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

Signature Date

VP, Gen. Cnsl and Secretary

Signer's Capacity

SBC Long Distance, LLC

Name of Limited Liability Company

Signature

John di Bene, VP, Gen. Cnsl and Secretary

Name (typed or printed)

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

For Office Use Only

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

Pursuant to the provisions of § 48-207-101 (d) of the Tennessee Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: SBC Long Distance, LLC

2. The state or country of organization is: Delaware

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

SBC Long Distance

NOTE: The assumed Limited Liability Company name must meet the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act.

April 28, 2005
Signature Date

VP, Gen. Cnsl and Secretary
Signer's Capacity

SBC Long Distance, LLC

Name of Limited Liability Company

John di Bene
Signature

John di Bene

Name (typed or printed)